



Entered on Docket
May 18, 2009

Hon. Linda B. Riegle
United States Bankruptcy Judge

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[Proposed] Attorneys for Debtors and
Debtors in Possession

UNITED STATES BANKRUPTCY COURT

DISTRICT OF NEVADA

In re:

Case No.: BK-S-09-14814-LBR
(Jointly Administered)

¹ The Debtors in these cases, along with their case numbers are: Heritage Land Company, LLC (Case No. 09-14778); The Rhodes Companies, LLC (Case No. 09-14814); Tribes Holdings, LLC (Case No. 09-14817); Apache Framing, LLC (Case No. 09-14818); Geronimo Plumbing LLC (Case No. 09-14820); Gung-Ho Concrete LLC (Case No. 09-14822); Bravo, Inc. (Case No. 09-14825); Elkhorn Partners, A Nevada Limited Partnership (Case No. 09-14828); Six Feathers Holdings, LLC (Case No. 09-14833); Elkhorn Investments, Inc. (Case No. 09-14837); Jarupa, LLC (Case No. 09-14839); Rhodes Realty, Inc. (Case No. 09-14841); C & J Holdings, Inc. (Case No. 09-14843); Rhodes Ranch General Partnership (Case No. 09-14844); Rhodes Design and Development Corporation (Case No. 09-14846); Parcel 20, LLC (Case No. 09-14848); Tuscany Acquisitions IV, LLC (Case No. 09-14849); Tuscany Acquisitions III, LLC (Case No. 09-14850); Tuscany Acquisitions II, LLC (Case No. 09-14852); Tuscany Acquisitions, LLC (Case No. 09-14853); Rhodes Ranch Golf Country Club, LLC (Case No. 09-14854); Overflow, LP (Case No. 09-14856); Wallboard, LP (Case No. 09-14858); Jackknife, LP (Case No. 09-14860); Bateave, LP (Case No. 09-14861); Chalkline, LP (Case No. 09-14862); Glynda, LP (Case No. 09-14865); Tick, LP (Case No. 09-14866); Rhodes Arizona Properties, LLC (Case No. 09-14868); Rhodes Homes Arizona, L.L.C. (Case No. 09-14882); Tuscany Golf Country Club, LLC (Case No. 09-14884); and Pinnacle Grading, LLC (Case No. 09-14887).

1 THE RHODES COMPANIES, LLC, aka
 2 "Rhodes Homes," et al.¹
 3
 4 Debtors.

Chapter 11

3 Affects:	4	Hearing Date: May 15, 2009
<input checked="" type="checkbox"/> 5 All Debtors		Hearing Time: 1:30 p.m.
<input type="checkbox"/> 6 Affects the following Debtor(s)		Courtroom 1

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 8
 9
**10 ORDER GRANTING DEBTORS' MOTION FOR ADMINISTRATIVE ORDER
 11 PURSUANT TO SECTIONS 105(A) AND 331 OF THE BANKRUPTCY CODE AND
 12 BANKRUPTCY RULE 2016 ESTABLISHING PROCEDURES FOR INTERIM
 13 MONTHLY COMPENSATION AND REIMBURSEMENT OF EXPENSES OF
 14 PROFESSIONALS [Re: Docket No. 62]**

15 Upon consideration of the motion (the "Motion")² of the above-captioned debtors and
 16 debtors in possession (the "Debtors"), pursuant to Bankruptcy Code section 331, for an order
 17 establishing procedures for interim compensation [Docket Number 62]; there having been no
 18 opposition received to the Motion; the Court having reviewed the Motion; the Court finding that
 19 (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a
 20 core proceeding pursuant to 28 U.S.C. § 157(b)(2), (c) venue of this Chapter 11 case in this
 21 district is proper pursuant to 28 U.S.C. §§ 1408 and 1409, (d) notice of the Motion was sufficient
 22 under the circumstances, and (e) cause exists, within the meaning of section 105(a) and 331 of
 23 the Bankruptcy Code to permit the Debtors to establish certain procedures for interim
 24 compensation and reimbursement of expenses of professionals; the Court having determined that
 25 the legal and factual bases set forth in the Motion establish just cause for the relief granted
 26 herein, and it appearing that the relief requested is in the best interests of the Debtors' estates,
 27 their creditors and other parties in interest; it is hereby

28
 ORDERED THAT:

1. The Motion shall be, and hereby is, GRANTED.

2. Except as otherwise provided in an order of the Court authorizing the retention of
 28 a particular Professional, the Professionals specifically retained pursuant to an order of the Court

² Capitalized terms not otherwise defined herein have the meanings given to them in the Motion.

1 in this case may seek interim payment of compensation and reimbursement of expenses in
 2 accordance with the following Compensation Procedures:

- 3 (a) On or before the 20th day of each month following the month for which
 4 compensation is sought, each Professional will submit a monthly
 5 statement (the "Statement") to the Debtors' bankruptcy counsel, the
 6 United States Trustee, counsel for the Administrative Agent for the First
 7 and Second Lien Holders, counsel for the First Lien Steering Committee;
 8 and counsel to any official committee established pursuant to Section 1102
 9 of the Bankruptcy Code (collectively, the "Reviewing Parties"). Each
 10 such Statement should contain a detailed itemization of fees and costs as
 11 required by the United States Trustee Guidelines for Reviewing
 12 Applications for Compensation and Reimbursement of Expenses filed
 13 under 11 U.S.C. § 330. Each Reviewing Party will have fifteen (15) days
 14 after receipt of a Statement to review it. At the expiration of this fifteen
 15 (15) day review period, the Debtors will promptly pay eight-five percent
 16 (85%) of the fees and all of the disbursements requested in such statement,
 17 except such fees or disbursements as to which an objection has been
 18 served by a Reviewing Party as provided in subparagraph (b) below.
- 19 (b) If a Reviewing Party objects to the compensation or reimbursement sought
 20 in a Statement, the objecting party shall, within fifteen (15) days of the
 21 receipt of the Statement, serve upon all other Reviewing Parties a written
 22 "Notice of Objection to Fee Statement" (the "Objection Notice") setting
 23 forth the precise nature of the objection and amount at issue. Thereafter,
 24 the objecting party and the professional whose Statement is the subject of
 25 an Objection Notice shall attempt to reach a resolution. If the parties are
 26 unable to reach an agreement on the objection within ten (10) days after
 27 receipt of such objection, the Professional whose fee statement is objected
 28 to shall have the option of (a) filing the Objection Notice with the Court,
 together with a request for payment of the disputed amount, or (b)
 foregoing payment of the disputed amount until the next interim fee
 application hearing, at which time the Court will consider and dispose of
 the issue if payment of the disputed amount is requested. The Debtors will
 be required to pay promptly any portion of the fees and disbursements
 requested that are not the subject of an Objection Notice.
- (c) Professionals are permitted to submit their first Statement on or before
 May 20, 2009. This Statement would cover the period from the Petition
 Date through April 30, 2009.
- (d) Beginning with the period ending June 30, 2009, at three-month intervals,
 each of the Professionals must file with the Court and serve on the
 Reviewing Parties a request (an "Interim Fee Application Request") for
 interim Court approval and allowance, pursuant to Bankruptcy Code
 section 331, of the compensation and reimbursement of expenses sought
 in the monthly Statements filed during such three-month period
 (the "Interim Fee Period"). The Interim Fee Application Request must
 identify the Statements that are the subject of the Request and any other
 information requested by the Court or required by the local rules. The
 Interim Fee Application Requests shall be filed with the Court and served
 on the Notice Parties within 45 days after the end of the Interim Fee
 Period for which the request seeks allowance of fees and reimbursement
 of expenses. Each Professional must file its first Interim Fee Application
 Request on or before August 15, 2009 and the first Interim Fee

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Application Request should cover the Interim Fee Period from the Petition Date through June 30, 2009.

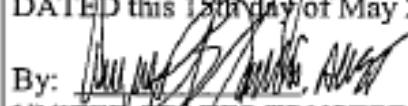
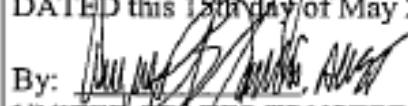
- 1 (c) The pendency of an objection to payment of compensation or
2 reimbursement of expenses shall not disqualify a professional from the
3 future payment of compensation or reimbursement of expenses as set forth
4 above.
- 5 (f) Neither the payment of, nor the failure to pay, in whole or in part, monthly
6 interim compensation and reimbursement as provided herein shall bind
any party-in-interest or the Court with respect to the allowance of
applications for compensation and reimbursement of professionals.

7 3. Each member of any Committee appointed in these cases (once appointed) shall
8 be permitted to submit statements of expenses (excluding fees and expenses of the Committee
9 member's counsel) and supporting documentation to counsel for the Committee, who will collect
10 and submit such requests for reimbursement in accordance with the foregoing Compensation
11 Procedures for monthly and interim compensation and reimbursement of Professionals.

12 4. Notice of hearings of hearings to consider interim fee applications shall be limited
13 to the Reviewing Parties and any parties who have filed a notice of appearance with the Clerk of
14 this Court and requested such notice. Notice given in accordance with this paragraph is deemed
15 sufficient and adequate and in full compliance with the applicable provisions of the Bankruptcy
16 Code, the Federal Rules of Bankruptcy Procedure and the Local Rules of this Court.

17 5. This Court shall retain jurisdiction to hear and determine all matters arising from
18 or related to the implementation of this Order.

19 APPROVED AS TO FORM AND CONTENT:
20 DATED this 15th day of May 2009.

21 
22 By: 
23 UNITED STATES TRUSTEE
24 August Landis
25 Office of the United States Trustee
300 Las Vegas Blvd. S., Ste. 4300
Las Vegas, NV 89101

26 Submitted by:
27 DATED this 15th day of May 2009.

28 By: /s/Zachariah Larson

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